

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

HONEYWELL INTERNATIONAL INC.,

Plaintiff,

v.

ICONTROL NETWORKS, INC. and  
ALARM.COM HOLDINGS, INC.,

Defendants.

Civil Action No. 17-01227 (MCA) (LDW)

*Document electronically filed*

**STIPULATION AND ORDER**

**WHEREAS** Plaintiff Honeywell International Inc. (“Honeywell”) commenced this action on February 22, 2017 by way of a Verified Complaint seeking to temporarily, preliminarily, and permanently enjoin Defendant Alarm.com Holdings, Inc.’s (“Alarm.com’s”) proposed acquisition of Defendant Icontrol Networks, Inc. (“Icontrol”) (the “Acquisition”);

**WHEREAS**, the Court has scheduled a hearing on Honeywell’s Application for an Order to Show Cause Why a Preliminary Injunction Should Not Issue and for a Temporary Restraining Order (the “Application”) to take place on March 1, 2017 at 3:00 PM (the “March 1 Hearing”);

**WHEREAS**, the parties have agreed that Defendant Alarm.com and Defendant Icontrol will not consummate the proposed Acquisition or otherwise effect a combination of Defendant Alarm.com and Defendant Icontrol and/or any of their affiliates or business units until at least (i) two business days after the March 1 Hearing; or (ii) the Court’s denial of Honeywell’s Application, if the Court were to make such a ruling prior to two business days after the March 1 Hearing.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AMONG  
THE PARTIES:**

1. Defendant Alarm.com shall not consummate any acquisition of any stocks, assets, or other interest of Defendant Icontrol, and neither Defendant shall otherwise effect a

combination of Defendant Alarm.com and Defendant Icontrol and/or any of their affiliates or business units, until at least two business days after the March 1 Hearing or the Court's denial of Honeywell's Application, if the Court were to make such a ruling prior to the March 1 Hearing.

2. Defendant Alarm.com and Defendant Icontrol shall take any and all necessary steps to prevent any of their domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from making or effecting any such acquisition.
3. This Stipulation and Order is without prejudice to any rights or defenses that the Defendants may have, and any party may seek to amend this Stipulation and Order at any time upon proper notice.

Dated: February 23, 2017

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By: s/ Guy V. Amoresano

Guy V. Amoresano, Esq.  
John D. Haggerty, Esq.  
**GIBBONS P.C.**  
One Gateway Center  
Newark, New Jersey 07102-5310  
Tel: (973) 596-4500  
Fax: (973) 596-0545

Richard Parker, Esq.  
Edward Hassi, Esq.  
Ben Bradshaw, Esq.  
Sergei Zaslavksy, Esq.  
(*pro hac vice* admissions pending)  
**O'MELVENY & MYERS LLP**  
1625 Eye Street, NW  
Washington, D.C. 20006  
Tel: (202) 383-5300  
Fax: (202) 383-5414

*Attorneys for Plaintiff  
Honeywell International Inc.*

By: s/ Tonia Ouellette Klausner

Tonia Ouellette Klausner, Esq.  
Lucy Yen, Esq. (admission to be sought  
*pro hac vice*)  
**WILSON SONSINI GOODRICH &  
ROSATI, P.C.**  
1301 Avenue of the Americas, 40th Floor  
New York, New York 10019  
Telephone: (212) 999-5800  
Facsimile: (212) 999-5899

Scott A. Sher, Esq.  
Jamillia P. Ferris, Esq.  
(admissions to be sought *pro hac vice*)  
**WILSON SONSINI GOODRICH &  
ROSATI, P.C.**  
1700 K Street, NW Fifth Floor  
Washington, D.C. 20006  
Telephone: (202) 973-8800  
Facsimile: (202) 973-8899

*Attorneys for Defendant  
Icontrol Networks, Inc.*

Dated: February 24, 2017

By: /s/ Nathan Poulsen

Nathan Poulsen, Esq.

**COOLEY LLP**

1114 Avenue of the Americas

New York, New York 10036

Telephone: (212) 479-6000

Facsimile: (212) 479-6275

Marc G. Schildkraut, Esq.

Jacqueline Grise, Esq.

Megan Browdie, Esq.

David Burns, Esq.

(admissions to be sought *pro hac vice*)

**COOLEY LLP**

1299 Pennsylvania Avenue, N.W.

Washington, DC 20004

Telephone: (202) 842-7800

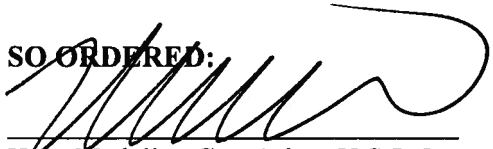
Facsimile: (202) 842-7899

*Attorneys for Defendant*

*Alarm.com Holdings, Inc.*

2-24-17

SO ORDERED:

  
\_\_\_\_\_  
Hon. Madeline Cox Arleo, U.S.D.J.